

2550 Golf Road
Rolling Meadows, IL 60008

12902-A

Telephone: 312/640-7000



1-075A054
No.

March 12, 1981

Date MAR 16 1981

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION 12902-A

MAR 16 1981 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Interstate Commerce Commission
Washington, D.C.

RE: Amendment to Equipment Trust Agreement
Dated as of March 1, 1981

Gentlemen:

Pursuant to Section 11303(a) of Title 49 of the United States Code and the rules and regulations promulgated thereunder, the undersigned hands you herewith for filing eight (8) executed counterparts of the above-referenced Amendment to Equipment Trust Agreement, all as more fully described below:

Issuer: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Trustee: Bank of America
National Trust and Savings Association
555 California Street
San Francisco, California 94104

Guarantor: Evans Transportation Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

The Amendment to the Equipment Trust Agreement amends that certain Equipment Trust Agreement dated as of January 15, 1981 and recorded at 10:55 A.M. on February 11, 1981 as Recordation No. 12902. Accordingly, the Amendment to the Equipment Trust Agreement should be filed as a sub-number under Recordation No. 12902.

The Amendment, in addition to other matters, amends Schedule A to the original Equipment Trust Agreement by adding thereto twenty (20) 21,000 gallon exterior coiled and insulated, 100-ton tank cars bearing car numbers FWD 876000 through and including 876019 and deleting therefrom three (3) 50'6" 70-ton XP boxcars bearing car numbers NOKL 2020, 2073 and 2074 (destroyed cars).

RECEIVED
MAR 16 11 15 AM '81
FEE OPERATION
I.C.C.

Countersigned - C.T. Kopylov

Interstate Commerce Commission
Washington, D.C. 20423

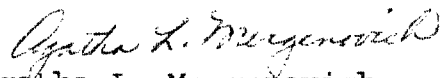
OFFICE OF THE SECRETARY

I. Walter Deitch
Rosenthal & Schanfield
55 East Monroe Street
Suite 4620
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/16/81 at 11:25AM, and assigned recordation number(s). 12902-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

Office of the Secretary
March 12, 1981
Page Two

Enclosed is Rosenthal and Schanfield's Check No. 26417 in the amount of \$10.00 in payment of the applicable recording and filing fees.

Since the above-mentioned documents are being delivered to you by hand, we would appreciate it if you would return to the person delivering the same duly stamped copies of the documents not required to be kept by you. If this is not possible, please return the same by mail to:

Mr. I. Walter Deitch
ROSENTHAL AND SCHANFIELD
55 East Monroe Street
Suite 4620
Chicago, Illinois 60603

Very truly yours,

EVANS RAILCAR LEASING COMPANY

By: 

Assistant Secretary

IWD:glb
Enclosures

AMENDMENT TO THE EQUIPMENT TRUST AGREEMENT

AMENDMENT to Equipment Trust Agreement dated as of March 1, 1981 among Bank of America National Trust and Savings Association, as trustee ("Trustee"), Evans Railcar Leasing Company ("Company"), and Evans Transportation Company ("ETC"),

W I T N E S S E T H:

WHEREAS, the Company, ETC and the Trustee have previously hereto executed and delivered that certain Equipment Trust Agreement dated as of January 15, 1981 (the "Original Trust Agreement") providing for the issuance of and security for the Company's \$25,000,000 aggregate principal amount of 14-1/2% Equipment Trust Certificates, Series 21 (the "Trust Certificates"); and

WHEREAS, the Original Trust Agreement was recorded with the Interstate Commerce Commission at 10:55 A.M. on February 11, 1981 as Recordation No. 12902; and

WHEREAS, the Company and ETC wish to amend the Original Trust Agreement as provided herein, and the Trustee is willing so to do with the consent of the Original Purchasers (as defined in the Original Trust Agreement); and

WHEREAS, the Original Purchasers have consented to this amendment;

NOW, THEREFORE, in consideration of the premises and the payment by the Company and ETC to the Trustee and each of the Original Purchasers of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto hereby agree as follows:

1. Section 3.02 of the Original Trust Agreement is hereby amended by deleting therefrom "85%" and substituting therefor "85.39%."
2. Schedule A to the Original Trust Agreement is hereby amended as follows:
 - (a) By adding thereto under the columns headed "Type of Car," "Quantity," "Lessee," "Master Lease Date," "Schedule Number," "Schedule Date," "Term (Years)," and "Car Numbers (Both Inclusive)" the

information set forth on Schedule A hereto.

- (b) With reference to the equipment leased to Pacific Coast Transportation Co., by deleting from the column headed "Quantity" the number "100" and substituting therefor the number "97" and by adding immediately after NOKL 2000-2099 the following:

"(except NOKL 2020, 2073 and 2074 which were destroyed prior to January 15, 1981)."

- (c) By deleting from the column headed "Quantity" the number "704" and substituting therefor the number "721."

3. Except as hereby amended, all of the terms and provisions of the Original Trust Agreement remain in full force and effect, and the Original Trust Agreement as hereby amended is hereby ratified, affirmed and approved.

IN WITNESS WHEREOF, the Company, ETC and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION

By 

Trust Officer

(Corporate Seal)

Attest: 

Assistant Secretary

EVANS RAILCAR LEASING COMPANY

By 


Vice President

(Corporate Seal)

Attest: 

Assistant Secretary

EVANS TRANSPORTATION COMPANY

By 
Vice President

(Corporate Seal)

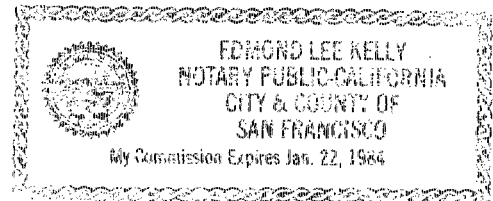
Attest: Thomas L. Schoenbeck
Assistant Secretary

STATE OF CALIFORNIA)
 : ss.:
COUNTY OF SAN FRANCISCO)

On this ^{19th} day of March, 1981, before me personally appeared Mr. Gallen, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

(NOTARIAL SEAL)

Edmond Lee Kelly
Notary Public



STATE OF ILLINOIS)
 : ss.:
COUNTY OF COOK)

On this ^{12th} day of March, 1981, before me personally appeared Paul R. Leach, to me personally known, who, being by me duly sworn, says that he is a Vice President of EVANS RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Edmond Lee Kelly
Notary Public
my commission expires 1/30/85

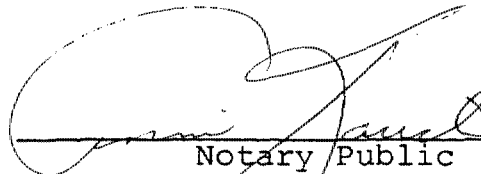
STATE OF ILLINOIS)

: ss.:

COUNTY OF COOK)

On this *12th* day of March, 1981, before me personally appeared Paul R. Leaf, to me personally known, who, being by me duly sworn, says that he is a Vice President of EVANS TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)


Notary Public

MY COMMISSION EXPIRES 1/30/85

DESCRIPTION OF CARS AND LEASES

SCHEDULE A

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE NO.</u>	<u>SCHEDULE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
21,000 gallon exterior coiled and insulated, 100-ton tank cars	20	Fort Worth and Denver Railway Company	4/16/79	2	5/3/79	5	FWD 876000 through and including 876019